

UNITED STATES DISTRICT COURT  
DISTRICT OF RHODE ISLAND

IRENE CAPPALLI, individually and on behalf of  
all others similarly situated,

Plaintiff,

v.

BJ'S WHOLESALE CLUB, INC.,

Defendant.

CIVIL ACTION  
No. 10-cv-00407

**SECOND JOINT ADDENDUM TO STIPULATION OF SETTLEMENT AND  
[PROPOSED] ORDER CONCERNING DISTRIBUTION OF SETTLEMENT BENEFITS**

As detailed in the September 25, 2013 Affidavit of Charles E. Ferrara, the Settlement Administrator, Kurtzman Carson Consultants LLC ("KCC"), defendant, BJ's Wholesale Club, Inc. ("BJ's"), and plaintiff, Irene Cappalli ("Cappalli"), completed the process of disseminating notice to the Class with the publication of notice on September 20, 2013. KCC was successful in disseminating email notice to 450,420 Direct Notice Members.

Subject to the Court's approval, BJ's and Ms. Cappalli hereby agree to the following Second Addendum (the "Second Addendum") to the Stipulation of Settlement (the "Stipulation") filed on July 15, 2013 (Dkt. #96). This Second Addendum is intended to address an oversight in the Stipulation, which failed to provide for the emailing of membership passes to Former BJ's Settlement Class Members who received email notice of the settlement of this action without any "bounce back" or other delivery issues. For the convenience of the Court, the proposed modified is in bold text, underlined and italicized. Except as modified herein, the parties agree that the Stipulation, as amended, remains the full and complete agreement between them.

1. Section II.A.5 of the Stipulation is amended to read: “Distribution of Settlement Benefits. Within thirty (30) days after the Effective Date, the Settlement Administrator shall distribute the Settlement Benefits by U.S. mail to the Settlement Class Members, except that (1) the Settlement Administrator may distribute the Settlement Benefits by email to Direct Notice Members whose email addresses were not found to be invalid when the Short Form Class Notice was disseminated; and (2) BJ’s reserves the right to distribute the vouchers described in Section II.A.1 to Current BJ’s Settlement Class Members. In the event that BJ’s elects to distribute the vouchers to Current BJ’s Settlement Class Members, it may in its discretion do so by enclosing the vouchers in the Renewal Notice mailed to each Current BJ’s Settlement Class Member, beginning with the second regularly scheduled Renewal Notice after the Effective Date, and continuing for the following twelve (12) months thereafter, until all Current BJ’s Settlement Class Members have received the vouchers. In the event that BJ’s elects to distribute the vouchers to Current BJ’s Settlement Class Members, the expiration date for the vouchers shall be extended for one year, until December 31, 2015. In the event that BJ’s elects to distribute the vouchers to Current BJ’s Settlement Class Members, BJ’s shall enclose those vouchers along with the Renewal Notice in an envelope that is conspicuously marked on the outside to notify the recipient that settlement proceeds are enclosed.”

Respectfully submitted,

**IRENE CAPPALLI, individually and on  
behalf of all others similarly situated,**

By her attorneys,

/s/ Martin Woodward

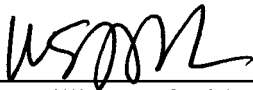
Peter N. Wasylyk (#3351)  
**LAW OFFICES OF PETER N.  
WASYLYK**  
1307 Chalkstone Avenue  
Providence, RI 02908  
Tel. (401) 831-7730  
Fax (401) 861-6064  
pnwlaw@aol.com

Marc R. Stanley  
Martin Woodward  
**STANLEY • IOLA, LLP**  
3100 Monticello Avenue, Suite 750  
Dallas, TX 75205  
Tel. (214) 443-4300  
Fax (214) 443-0358

Andrew S. Kierstead  
**LAW OFFICE OF ANDREW  
KIERSTEAD**  
1001 SW 5th Avenue, Suite 1100  
Portland, OR 97204  
Tel. (508) 224-6246  
Fax (508) 224-4356

Dated: November 6, 2013

IT IS SO ORDERED:



Hon. William E. Smith  
U.S. District Court Judge

11/20/13

Respectfully submitted,

**BJ's WHOLESALE CLUB, INC.,**

By its attorneys,

/s/ Carol E. Head

Carol E. Head (#6501)  
carol.head@bingham.com  
Brandon L. Bigelow (admitted *pro hac vice*)  
brandon.bigelow@bingham.com  
Emily E. Renshaw (admitted *pro hac vice*)  
emily.renshaw@bingham.com  
**BINGHAM MCCUTCHEN LLP**  
One Federal Street  
Boston, MA 02110-1726  
Tel. (617) 951-8000  
Fax (617) 951-8736

-and-

Beth I.Z. Boland (admitted *pro hac vice*)  
**FOLEY & LARDNER LLP**  
111 Huntington Avenue, Suite 2500  
Boston, MA 02199  
Tel. (617) 227-3179  
Fax (617) 342-4001

**CERTIFICATE OF SERVICE**

I hereby certify that this document(s) has been filed electronically and is available for viewing and downloading from the ECF system and will be sent electronically to the registered participants as identified on the Notice of Electronic Filing and that paper copies will be sent to those indicated as non-registered participants on November 6, 2013.

/s/ Carol E. Head

Carol E. Head

carol.head@bingham.com